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**GUERRERO VENTURES ANNOUNCES FINAL CLOSING OF FULLY SUBSCRIBED  
SUBSCRIPTION RECEIPT PRIVATE PLACEMENT**

*- Total of C\$13.3 million raised in private placement*

*- C\$4.3 million raised at final closing*

Montreal, Québec, May 21, 2020 – Guerrero Ventures Inc. (TSX-V: GV) (“**Guerrero**” or the “**Company**”) is pleased to announce that it has held a third and final closing of its previously-announced private placement of subscription receipts (“**Subscription Receipts**”) at which it issued 4,733,509 Subscription Receipts at an issue price of C\$0.90, representing gross proceeds to Guerrero of approximately C\$4.3 million. This fully subscribed private placement is in response to strong interest following the closing of the first and second tranches, which closed on April 2, 2020 and April 24, 2020, respectively. The Company issued a total of 14,777,778 Subscription Receipts in the private placement for aggregate gross proceeds of approximately C\$13.3 million.

“This marks the successful achievement of our objective to raise \$13.3 million and is an important step in bringing us closer to the launch of Nomad Royalty Company, a new global acquisition-driven precious metals royalty company” said Vincent Metcalfe, Chief Executive Officer of the Company.

Each Subscription Receipt entitles its holder to receive, without payment of any additional consideration or further action on the part of the holder, one common share of the Company upon satisfaction or waiver of certain escrow release conditions (the “**Escrow Release Conditions**”), which include the closing of the Transaction (as defined below) and raising C\$13.3 million in the private placement.

The private placement was effected through a syndicate of securities dealers composed of Scotiabank and BMO Capital Markets as Joint Bookrunners, and including CIBC Capital Markets, RBC Capital Markets, Canaccord Genuity Corp., Desjardins Capital Markets, Haywood Securities Inc. and National Bank Financial Inc. (collectively, the “**Agents**”).

The gross proceeds from the sale of the Subscription Receipts, less 50% of the Agents’ commission and Agents’ expenses payable on the closing date of the private placement, are being held in escrow by Computershare Trust Company of Canada in accordance with a subscription receipt agreement dated April 2, 2020 among Guerrero, Computershare Trust Company of Canada, Scotiabank and BMO Capital Markets. The escrowed funds will be released to the Company upon satisfaction or waiver of the Escrow Release Conditions, including completion of the Transaction, on or before August 3, 2020. If the Transaction does not close by August 3, 2020 or is terminated prior thereto, the gross proceeds and *pro rata* entitlement to interest earned on the escrowed proceeds will be returned to holders of the Subscription Receipts.

At the final closing, Guerrero paid the Agents a cash commission representing 6% of the gross proceeds raised, excluding funds received from an insider of the Company and a strategic investor. Fifty percent of

the cash commission has been deposited in escrow and will be released to the Agents upon satisfaction or waiver of the Escrow Release Conditions.

Subject to satisfaction or waiver of the Escrow Release Conditions, the Company will use the net proceeds from the private placement for working capital purposes and to pay a portion of the cash consideration to Yamana Gold Inc. and one of its affiliates in connection with the previously-announced proposed transaction involving the acquisition by Guerrero from funds related to Orion Resource Partners (USA) LP and from Yamana Gold of two portfolios comprising an aggregate of ten royalty, stream and gold loan assets for total consideration of US\$268 million and US\$65 million, respectively, pursuant to definitive purchase agreements dated February 23, 2020 (the “**Transaction**”).

At the final closing, an officer and director of Guerrero as well as a control person of the Company (collectively, the “**Insiders**”) purchased an aggregate of 453,622 Subscription Receipts for total proceeds of C\$408,259.80. The issuance of Subscription Receipts to the Insiders constitutes a related party transaction but is exempt from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* as Guerrero’s securities are not listed on any stock exchange identified in Section 5.5(b) thereof and neither the fair market value of the Subscription Receipts issued to the Insiders nor the fair market value of the entire private placement exceeds 25% of Guerrero’s market capitalization. Guerrero did not file a material change report with respect to the participation of the Insiders at least 21 days prior to the final closing of the private placement as the Insiders’ participation was not determined at that time.

Under applicable securities legislation, the Subscription Receipts issued at the final closing are subject to a four-month hold period, expiring on September 22, 2020.

### **About Guerrero Ventures**

Guerrero is a publicly listed company with a focus on acquiring mineral assets that will provide the opportunity to enhance shareholder value.

*Completion of the Transaction is subject to a number of conditions, including, but not limited to, TSX Venture Exchange acceptance and, if applicable, disinterested shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the filing statement of the Company dated May 15, 2020 prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.*

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

Investors are cautioned that, except as disclosed in the Company’s public filings, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

**For more information, please contact:**

**Guerrero Ventures Inc.**

1275 Av. des Canadiens-de-Montréal  
Suite 500  
Montreal, Québec H3B 0G4

Vincent Metcalfe  
Chief Executive Officer  
vmetcalfe@nomadroyalty.com

Joseph de la Plante  
Chief Investment Officer  
jdelaplante@nomadroyalty.com

**Notice on Forward-looking Statements**

This news release contains statements that may constitute “forward-looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information may include, among others, statements regarding the future plans, costs, objectives or performance of the Company and its business, or the assumptions underlying any of the foregoing. In this news release, words such as “may”, “would”, “could”, “will”, “likely”, “believe”, “expect”, “anticipate”, “intend”, “plan”, “estimate” and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. The forward-looking events and circumstances discussed in this press release, including completion of the Transaction, may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting the Company, including risks regarding royalty, stream and gold loan assets, risks related to the COVID-19 pandemic, the ability of the Company’s management to manage and to operate the business of the Company, and the equity markets generally. Forward-looking information is based on information available at the time and/or management’s good-faith belief with respect to future events and are subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the control of the Company. These risks, uncertainties and assumptions include, but are not limited to, those that will be described in the Company’s continuous disclosure documents to be filed, and which will be available, on SEDAR at [www.sedar.com](http://www.sedar.com), and could cause actual events or results to differ materially from those projected in any forward-looking statements. The Company does not intend, nor does it undertake any obligation, to update or revise any forward-looking information contained in this news release to reflect subsequent information, events or circumstances or otherwise, except if required by applicable laws.